

December 19, 2005

**Amendment to the Agreement
Regarding the Proposed Acquisition of PacifiCare of Washington, Inc. by
UnitedHealth Group Incorporated**

On November 23, 2005, UnitedHealth Group Incorporated ("UHG"), the Washington State Office of Insurance Commissioner ("OIC"), and PacifiCare of Washington and its affiliates ("PCWA") entered into an Agreement dated November 22, 2005 ("Agreement") to memorialize certain commitments within the State of Washington related to the merger ("Merger") of UHG with PacifiCare Health Systems, Inc. ("PHS"). The parties now agree to amend the Agreement of November 22, 2005 as follows:

Paragraph 13 of the Agreement is deleted and the following text is substituted in its place:

13. UHG will provide to the OIC copies of any written commitments to other PacifiCare domiciliary states regarding any voluntary donations or other commitments for healthcare programs such as those for uninsured or under-insured persons, or other programs to improve the quality or cost-effectiveness of healthcare in Washington State ("Program Commitments"). UHG will afford Washington an analogous or otherwise agreed upon level of such Program Commitments made in the other states commensurate with and in proportion to PCWA's Washington business operations. UHG's Program Commitment payment to Washington will not be less than one million dollars. Proportionality will be determined by taking into account the relative covered lives, total revenues of PCWA in comparison to those of the PacifiCare health carrier entities being acquired in the other relevant state. The final calculation of the Program Commitment for Washington will be set forth in a Washington Program Commitment Agreement, the execution of which by UHG and PCWA will take place on or before January 9, 2006. The Washington Program Commitments shall be contributed to the Washington State Health Services Account or as otherwise agreed by the OIC.

Paragraph 18 of the Agreement is deleted and the following text is substituted in its place:

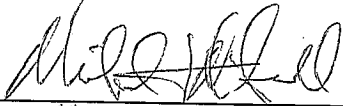
18. OIC's order approving UHG's Form A application will take effect upon OIC's receipt of copies of the approval orders of all other states in which Form A applications are pending.

A new paragraph 21 is added to the Agreement:

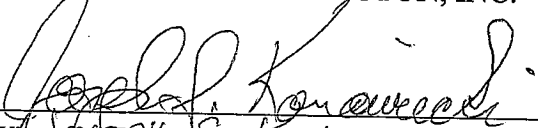
21. The parties acknowledge that the fingerprints submitted for Donna Shalala and William Spears must be re-taken and resubmitted for processing and background checks. If the completed replacement fingerprint cards furnished to the OIC reveal that Applicant's executive officers or directors have been charged with or convicted of a felony or misdemeanor other than minor traffic violations, the individual(s) shall be removed as an officer and/or director of the Applicant as soon as practicable but in any event within 15 days after notice to the Applicant by the OIC and shall be replaced with an officer or director acceptable to the Commissioner.

**THE TERMS OF THIS DOCUMENT HAVE BEEN REVIEWED AND
ACCEPTED BY THE AUTHORIZED REPRESENTATIVES OF THE
PARTIES AS EVIDENCED BY THEIR RESPECTIVE SIGNATURES
BELOW:**

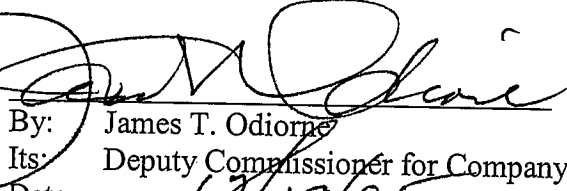
UNITEDHEALTH GROUP INCORPORATED


By: Michael J. McDonnell
Its: Asst Secretary
Date: 12/19/05

PACIFICARE OF WASHINGTON, INC.


By: JOSEPH S. KONOWICKI
Its: GENERAL COUNSEL & SECRETARY
Date: 12/19/05

WASHINGTON OFFICE OF INSURANCE COMMISSIONER


By: James T. Odiorne
Its: Deputy Commissioner for Company Supervision
Date: 12/19/05